

## AN ACT

ENTITLED, An Act to revise certain provisions regarding registered agents and service of process for certain business entities.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF SOUTH DAKOTA:

Section 1. That § 47-34A-110 be amended to read as follows:

47-34A-110. Any registered agent of a limited liability company may resign as agent upon filing a written notice of resignation with the secretary of state. The registered agent shall forthwith mail a copy of the resignation to the limited liability company at its registered office, if not discontinued, and the other copy to the limited liability company at its principal office by certified mail, return receipt requested. The appointment of the agent shall terminate upon the expiration of thirty days after receipt of notice by the secretary of state.

Section 2. That § 47-22-46 be amended to read as follows:

47-22-46. Any registered agent of a corporation may resign as such agent upon filing a written notice thereof with the secretary of state. The registered agent shall forthwith mail a copy to the corporation at its registered office, if not discontinued, and another copy to the corporation at its principal office by certified mail, return receipt requested. The appointment of the agent shall terminate thirty days after receipt of notice by the secretary of state.

Section 3. That § 47-8-12.1 be amended to read as follows:

47-8-12.1. Any registered agent of a foreign corporation may resign as such agent upon filing a written notice thereof with the secretary of state. The registered agent shall forthwith mail a copy to the corporation at its principal office by certified mail, return receipt requested in the state or country under whose laws it is incorporated. The appointment of such agent shall terminate thirty days after receipt of notice by the secretary of state.

Section 4. That § 47-22-6 be amended to read as follows:

47-22-6. The articles of incorporation shall set forth:

- (1) The name of the corporation;
- (2) The period of duration, which may be perpetual;
- (3) The purpose or purposes for which the corporation is organized;
- (4) If the corporation is to have no members, a statement to that effect;
- (5) If the corporation is to have one or more classes of members, any provision which the incorporators elect to set forth in the articles of incorporation designating the class or classes of members and stating the qualifications and rights of the members of each class;
- (6) If the directors or any of them are not to be elected or appointed by one or more classes of members, a statement of the manner in which such directors shall be elected or appointed;
- (7) Any provisions, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation;
- (8) The street address, or a statement that there is no street address, of its initial registered office, and the name of its initial registered agent at such address and the registered agent's written consent to the appointment. Such consent may be given by electronic signature pursuant to chapter 53-12;
- (9) The number of directors constituting the initial board of directors, and the names and addresses of the persons who are to serve as the initial directors; and
- (10) The name and address of each incorporator.

It is not necessary to set forth in the articles of incorporation any of the corporate powers enumerated in chapters 47-22 to 47-28, inclusive.

Section 5. That § 47-22-44 be amended to read as follows:

47-22-44. A corporation may change its registered office or change its registered agent, or both, upon filing in the Office of the Secretary of State a statement setting forth:

- (1) The name of the corporation;
- (2) The street address of its current registered office or a statement that there is no street address;
- (3) If the address of its registered office is to be changed, the street address, or a statement that there is no street address, of its new registered office;
- (4) The name of its current registered agent;
- (5) If its registered agent is to be changed, the name of its successor registered agent and the new agent's written consent to the appointment. Such consent may be given by electronic signature pursuant to chapter 53-12;
- (6) That the street address, or a statement that there is no street address, of its registered office and the address of the office of its registered agent, as changed, will be identical; and
- (7) That such change was authorized by resolution duly adopted by its board of directors.

Such statement shall be executed by the chair of the board of directors, by the corporation's president or by another of the corporation's officers and delivered to the secretary of state.

Section 6. That § 47-27-1 be amended to read as follows:

47-27-1. Any foreign corporation, in order to procure a certificate of authority to engage in business in this state, shall make application to the secretary of state, which application shall set forth:

- (1) The name of the corporation and the state or country under the laws of which it is incorporated;
- (2) The date of incorporation and the period of duration of the corporation;
- (3) The street address of the principal office of the corporation in the state or country under

whose laws it is incorporated;

- (4) The street address, or a statement that there is no street address, of the proposed registered office of the corporation in this state, and the name of its proposed registered agent in this state at such address and the registered agent's written consent to the appointment. Such consent may be given by electronic signature pursuant to chapter 53-12;
- (5) The purpose or purposes of the corporation in engaging in business in this state;
- (6) The names and respective addresses of the directors and officers of the corporation; and
- (7) Such additional information as may be necessary in order to enable the secretary of state to determine whether such corporation is entitled to a certificate of authority to engage in business in this state.

An original and one exact or conforming copy of the application shall be made on forms prescribed and furnished by the secretary of state and shall be executed and acknowledged by the chair of the board of directors, by the corporation's president, or by another of the corporation's officers.

Section 7. That § 47-27-24 be amended to read as follows:

47-27-24. Any foreign corporation authorized to engage in business in this state may change its registered office or change its registered agent, or both, upon filing in the Office of the Secretary of State a statement setting forth:

- (1) The name of the corporation;
- (2) The street address, or a statement that there is no street address, of its current registered office;
- (3) If the address of its registered office is to be changed, the street address of the new registered office;
- (4) The name of its current registered agent;

- (5) If its registered agent is to be changed, the name of the new registered agent and the new agent's written consent to the appointment. Such consent may be given by electronic signature pursuant to chapter 53-12;
- (6) That the address of its registered office and the address of the office of its registered agent, as changed, will be identical; and
- (7) That such change was authorized by resolution duly adopted by its board of directors.

The statement shall be executed for the corporation by the chair of the board of directors, by the corporation's president, or by another of the corporation's officers or, if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Section 8. That § 47-20-17 be amended to read as follows:

47-20-17. A corporation may change its registered office or change its registered agent, or both, upon filing in the Office of the Secretary of State a statement setting forth:

- (1) The name of the corporation;
- (2) The street address, or a statement that there is no street address, of its current registered office;
- (3) If the address of its current registered office is to be changed, the street address, or a statement that there is no street address, of its new registered office;
- (4) The name of its current registered agent;
- (5) If its current registered agent is to be changed, the name of the new registered agent and the new agent's written consent to the appointment. Such consent may be given by electronic signature pursuant to chapter 53-12;
- (6) That the address of its registered office and the address of the business office of its registered agent, as changed, will be identical; and
- (7) That such change was authorized by resolution duly adopted by the board of directors.

Section 9. That § 47-24-6 be amended to read as follows:

47-24-6. Any domestic nonprofit corporation authorized to engage in business in this state shall file, within the time prescribed by §§ 47-24-7 to 47-24-9, inclusive, a report setting forth:

- (1) The name of the corporation;
- (2) The street address, or a statement that there is no street address, of the registered office of the corporation in this state and the name of its registered agent at such address;
- (3) A brief statement of the nature of the affairs which the corporation is conducting;
- (4) The amount of property which the corporation may hold and the amount of property held;  
and
- (5) The names and respective addresses of the directors and officers of the corporation.

The report shall be made on forms prescribed and furnished by the secretary of state and the information therein contained shall be given as of the date of the execution of the report. It shall be executed for the corporation by the chair of the board of directors, by its president, or by another of its officers. If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, the report shall be executed on behalf of the corporation by that fiduciary.

Section 10. That § 47-27-18 be amended to read as follows:

47-27-18. Any foreign corporation authorized to engage in business in this state, shall file, within the time prescribed by this chapter, an annual report setting forth:

- (1) The name of the corporation and the state or country under whose laws it is incorporated;
- (2) The street address, or a statement that there is no street address, of the registered office of the corporation in this state and the name of its registered agent at such address and the address of its principal office in the state or country under whose laws it is incorporated;
- (3) A brief statement of the character of the affairs which the corporation is conducting in this state; and

(4) The names and respective addresses of the directors and officers of the corporation.

The annual report shall be made on forms prescribed and furnished by the secretary of state and the information therein contained shall be given as of the date of the execution of the report. It shall be executed by the chair of the board, by the corporation's president or another of the corporation's officers or, if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, it shall be executed on behalf of the corporation by that fiduciary.

Section 11. That § 47-2-30 be amended to read as follows:

47-2-30. Any registered agent of a corporation may resign as agent upon filing an original written notice thereof with the secretary of state and by mailing an exact or conforming copy thereof by certified mail, return receipt requested, to the corporation. The appointment of the agent shall terminate thirty days after receipt of notice by the secretary of state.

Section 12. That § 47-9-2 be amended to read as follows:

47-9-2. The annual report required by § 47-9-1 shall be made on forms prescribed and furnished by the secretary of state and the required information shall be given as of the date of the execution of the report, except as to the information required by subdivisions 47-9-1(7) and (8), which shall be given as of the close of business on the day prior to the anniversary date of the corporation next preceding the date provided in § 47-9-3 for filing such report. It shall be executed by the chair of the board of directors, by its president, or another of its officers or if the corporation has not been formed, by an incorporator, or, if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Section 13. That § 47-8-12 be amended to read as follows:

47-8-12. A foreign corporation authorized to do or engage in business in this state may change its registered office or change its registered agent, or both, upon filing in the Office of the Secretary of State a statement setting forth:

- (1) The name of the corporation;
- (2) The street address, or a statement that there is no street address, of its current registered office;
- (3) If the address of its registered office is to be changed, the street address, or a statement that there is no street address, of the new registered office;
- (4) The name of its current registered agent;
- (5) If its registered agent is to be changed, the name of the successor registered agent and the registered agent's written consent to the appointment;
- (6) That the address of its registered office and the street address of the business office of its registered agent, as changed, will be identical;
- (7) That such change was authorized by resolution duly adopted by its board of directors.

Such statement shall be executed by the corporation by its president or a vice-president and delivered to the secretary of state.



An Act to revise certain provisions regarding registered agents and service of process for certain business entities.

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I certify that the attached Act  
originated in the

HOUSE as Bill No. 1082

\_\_\_\_\_  
Chief Clerk  
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\_\_\_\_\_  
Speaker of the House

Attest:

\_\_\_\_\_  
Chief Clerk

\_\_\_\_\_  
President of the Senate

Attest:

\_\_\_\_\_  
Secretary of the Senate

House Bill No. 1082  
File No. \_\_\_\_\_  
Chapter No. \_\_\_\_\_

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Received at this Executive Office  
this \_\_\_\_\_ day of \_\_\_\_\_ ,

20\_\_\_\_ at \_\_\_\_\_ M.

By \_\_\_\_\_  
for the Governor  
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The attached Act is hereby  
approved this \_\_\_\_\_ day of  
\_\_\_\_\_, A.D., 20\_\_\_\_

\_\_\_\_\_  
Governor  
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STATE OF SOUTH DAKOTA,  
ss.

Office of the Secretary of State

Filed \_\_\_\_\_, 20\_\_\_\_  
at \_\_\_\_\_ o'clock \_\_ M.

\_\_\_\_\_  
Secretary of State

By \_\_\_\_\_  
Asst. Secretary of State